

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rockfish Seafood Grill, L.P.		06/27/2007	LIMITED PARTNERSHIP: DELAWARE
RECEIVING PARTY DATA			
Name:	Rockfish Seafood Grill, LLC		
Street Address:	1209 Orange Street		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Registration Number:	2917430	FISH ON THE FLY	
Registration Number:	2766936	FISH ON THE FLY	
Serial Number:	78186223	ROCKFISH TO GO FISH ON THE FLY WWW.ROCKFISH.COM	
Serial Number:	78186723	ROCKFISH TO GO - FISH ON THE FLY WWW.ROCKFISH.COM	
Registration Number:	2756378	GREAT SEAFOOD, NOT A LOT OF CLAMS	
Registration Number:	2775746	GSNALOC	
Registration Number:	3000962	MAY THE FISH BE WITH YOU.	
Serial Number:	76309427	MEXICAN SHRIMP MARTINI	
Serial Number:	78441108	ROCK-A-RITA	
Registration Number:	2686180	ROCKFISH SEAFOOD GRILL	
Registration Number:	2339806	ROCKFISH SEAFOOD GRILL	
Serial Number:	78248629	YOUR FISH IS MY COMMAND	
Serial Number:	78266454	YOUR FISH IS MY COMMAND	

CH \$340.00 2917430

900083793

TRADEMARK
 REEL: 003596 FRAME: 0561

CORRESPONDENCE DATA

Fax Number: (214)978-4315

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (214) 855-7510

Email: mdubner@munsch.com

Correspondent Name: Michael W. Dubner

Address Line 1: 500 N. Akard Street, Suite 3800

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:

7698.9

NAME OF SUBMITTER:

Michael W. Dubner

Signature:

/Michael W. Dubner/

Date:

08/08/2007

Total Attachments: 4

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED PARTNERSHIP UNDER THE NAME OF "ROCKFISH SEAFOOD GRILL, L.P." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ROCKFISH SEAFOOD GRILL, L.P." TO "ROCKFISH SEAFOOD GRILL, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2007, AT 5:47 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2007, AT 11:55 O'CLOCK P.M.



3401804 8100V

070759458

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5802201

DATE: 06-28-07

TRADEMARK
REEL: 003596 FRAME: 0563

**CERTIFICATE OF CONVERSION
FROM A LIMITED PARTNERSHIP
TO A LIMITED LIABILITY COMPANY**

This Certificate of Conversion is being duly executed and filed by Rockfish Seafood Grill, L.P. (the "*Partnership*") for the purpose of effecting a conversion of the Partnership to Rockfish Seafood Grill, LLC, a Delaware limited liability company (the "*LLC*"), in accordance with the provisions of Section 18-214 of the Delaware Limited Liability Company Act (the "*Act*").

1. The date on which the Partnership was formed is July 10, 2001 and the jurisdiction where the Partnership was first formed and the jurisdiction immediately prior to filing this Certificate of Conversion is Delaware.

2. The name of the Partnership immediately prior to filing this Certificate of Conversion is Rockfish Seafood Grill, L.P.

3. The name of the limited liability company as set forth in its Certificate of Formation filed in accordance with Section 18-214(b) of the Act is Rockfish Seafood Grill, LLC.

4. The future effective date and time of the conversion is June 27, 2007 at 11:55 p.m. EST.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on the 21st day of June, 2007.

ROCKFISH SEAFOOD GRILL, L.P.
a Delaware limited partnership

By: Rockfish Management, L.L.C.,
a Texas limited liability company
its general partner

By: 
Name: Randy DeWitt
Title: Managing Member

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "ROCKFISH SEAFOOD GRILL, LLC" FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2007, AT 5:47 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2007, AT 11:55 O'CLOCK P.M.



3401804 8100V

070759458

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5802201

DATE: 06-28-07

TRADEMARK
REEL: 003596 FRAME: 0565

**CERTIFICATE OF FORMATION
OF
ROCKFISH SEAFOOD GRILL, LLC**

The undersigned, acting as an organizer of a limited liability company (the "**Company**") under the Delaware Limited Liability Company Act, hereby adopts the following Certificate of Formation for such limited liability company:

1. Name. The name of the Company is Rockfish Seafood Grill, LLC.
2. Address of Registered Office. The address of the Company's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801 in the County of New Castle.
3. Name and Address of Registered Agent for Service of Process. The name of the Company's registered agent for service of process is The Corporation Trust Company, and the address of such registered agent is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 19801 in the County of New Castle.
4. Future Effective Time. The future effective date and time of this Certificate of Formation is June 27, 2007 at 11:55 p.m. EST.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Rockfish Seafood Grill, LLC on the 27th day of June, 2007.


Tamara F. McCreary
Authorized Person